

**BALL JANIK LLP**  
ATTORNEYS

RECORDATION NO. 20906 FILED

SEP 30 '97

4-23 PM

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LOUIS E. GITOMER  
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September 30, 1997

Honorable Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, DC 20423

Dear Secretary Williams:

I have enclosed two originals of the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of Lease Agreement, a primary document, dated as of September 30, 1997. We request that this document be given the next available recordation number.

The names and addresses of the parties to the Memorandum of Lease Agreement are:

Lessor:

LaSalle National Leasing Corporation  
502 Washington Avenue  
Towson, MD 21204

Lessee:

Nebraska, Kansas and Colorado Railnet, Inc.  
2350 Airport Freeway, Suite 230  
Bedford, TX 76022

A description of the equipment covered by the Memorandum of Lease Agreement consists of one GP-30 locomotive numbered NKCR 23 (formerly LRCX 23), one GP-35 locomotive numbered NKCR 15 (formerly LRCX 15), one GP-10 locomotive numbered NKCR 1 (formerly BN 1426), and one GP-7 locomotive numbered NKCR 4 (formerly WCRC 4491).

SEP 30 4 23 PM '97  
RECEIVED  
SURFACE TRANSPORTATION  
BOARD

Counterpart - [Signature]

BALL JANIK LLP

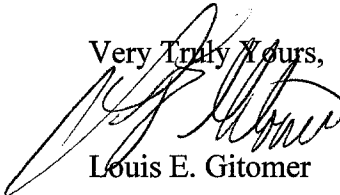
Honorable Vernon A. Williams  
September 30, 1997  
Page 2

A fee of \$24.00 is enclosed. Please return the original to:

Louis E. Gitomer  
Of Counsel  
Ball Janik LLP  
Suite 225  
1455 F Street, N.W.  
Washington, DC 20005

A short summary of the document to appear in the index follows: a Memorandum of Lease Agreement between LaSalle National Leasing Corporation, 502 Washington Avenue, Towson, MD 21204, and Nebraska, Kansas and Colorado Railnet, Inc., 2350 Airport Freeway, Suite 230, Bedford, TX 76022, covering one GP-30 locomotive numbered NKCR 23 (formerly LRCX 23), one GP-35 locomotive numbered NKCR 15 (formerly LRCX 15), one GP-10 locomotive numbered NKCR 1 (formerly BN 1426), and one GP-7 locomotive numbered NKCR 4 (formerly WCRC 4491).

Very Truly Yours,



Louis E. Gitomer

Enclosures

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**MEMORANDUM OF LEASE AGREEMENT**

**dated as of September 30, 1997**

**between**

**NEBRASKA, KANSAS & COLORADO RAILNET, INC.**  
**as Lessee,**

**and**

**LASALLE NATIONAL LEASING CORPORATION**  
**as Lessor**

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**FILED WITH THE SURFACE TRANSPORTATION BOARD**  
**PURSUANT TO 49 U.S.C. § 11301**  
**on September 30, 1997 at \_\_:\_\_.m.**

## **MEMORANDUM OF LEASE AGREEMENT**

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of September 30, 1997, by and between LASALLE NATIONAL LEASING CORPORATION ("Lessor"), and NEBRASKA, KANSAS & COLORADO RAILNET, INC. ("Lessee"), with reference to the following:

1. Lessor has agreed to purchase and lease to Lessee, and Lessee has agreed to lease from Lessor, (a) one (1) General Motors Electro-Motive Division model GP30 Locomotive bearing reporting mark NKCR 23 (formerly LRCX 23); (b) one (1) General Motors Electro-Motive Division model GP35 Locomotive bearing reporting mark NKCR 15 (formerly LRCX 15); (c) one (1) General Motors Electro-Motive Division model GP10 Locomotive bearing reporting mark NKCR 1 (formerly BN 1426); and (d) one (1) General Motors Electro-Motive Division model GP7 Locomotive bearing reporting mark NKCR 4 (formerly WCR4491).

All of such locomotives are more fully described in that certain Equipment Lease Agreement dated as of September 30, 1997, and Equipment Schedule No. A-1 and Equipment Schedule No. B-1 thereto, each incorporating the terms thereof and each dated as of September 30, 1997 (together with all of the riders, schedules and other attachments thereto, collectively, the "Lease"), each between Lessor and Lessee.

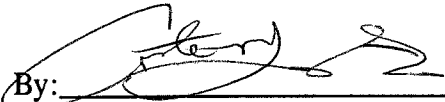
2. The Lease shall be effective as of the date hereof and shall be subject to the term specified in the Lease, and any extension of such term to the extent provided for in the Lease.

This Memorandum of Lease Agreement may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Memorandum of Lease Agreement.

**[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]**

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Lease Agreement to be executed as of the date first above written.

LASALLE NATIONAL LEASING CORPORATION

By:   
Name: Constance W. Lancaster  
Title: Vice President

NEBRASKA, KANSAS & COLORADO RAILNET,  
INC.


By: \_\_\_\_\_  
Name: Robert F. McKenney  
Title: Chairman and Chief Executive Officer

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Lease Agreement to be executed as of the date first above written.

LASALLE NATIONAL LEASING CORPORATION

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

NEBRASKA, KANSAS & COLORADO RAILNET,  
INC.

By:  \_\_\_\_\_  
Name: Robert F. McKenney  
Title: Chairman and Chief Executive Officer

STATE OF MARYLAND )  
 ) ss.  
COUNTY OF Baltimore )

Constance W.

On this \_\_\_ day of September, 1997 before me appeared Lancaster, the person who signed this instrument, who acknowledged that (s)he is the Vice President of LASALLE NATIONAL LEASING CORPORATION and that, being duly authorized, (s)he signed such instrument as a free act on behalf of said corporation.

[Seal] **REGINA M. MCMANUS**  
**NOTARY PUBLIC**  
**BALTIMORE COUNTY**

Regina M. McManus  
Notary Public

My commission expires:

October 29, 2000

STATE OF \_\_\_\_\_ )  
 ) ss.  
COUNTY OF \_\_\_\_\_ )

On this \_\_\_ day of September, 1997 before me appeared Robert F. McKenney, the person who signed this instrument, who acknowledged that he is the Chairman and Chief Executive Officer of NEBRASKA, KANSAS & COLORADO RAILNET, INC. and that, being duly authorized, he signed such instrument as a free act on behalf of said corporation.

[Seal]

\_\_\_\_\_  
Notary Public

My commission expires:

\_\_\_\_\_, \_\_\_\_\_

STATE OF MARYLAND )  
 ) ss.  
COUNTY OF \_\_\_\_\_ )

On this \_\_\_\_ day of September, 1997 before me appeared \_\_\_\_\_, the person who signed this instrument, who acknowledged that (s)he is the \_\_\_\_\_ of LASALLE NATIONAL LEASING CORPORATION and that, being duly authorized, (s)he signed such instrument as a free act on behalf of said corporation.

[Seal]

\_\_\_\_\_  
Notary Public

My commission expires:

\_\_\_\_\_, \_\_\_\_\_

STATE OF Texas )  
 ) ss.  
COUNTY OF Tarrant )

On this 29th day of September, 1997 before me appeared Robert F. McKenney, the person who signed this instrument, who acknowledged that the is the Chairman and Chief Executive Officer of NEBRASKA, KANSAS & COLORADO RAILNET, INC. and that, being duly authorized, he signed such instrument as a free act on behalf of said corporation.

[Seal]

Susan A. Muntz  
Notary Public

My commission expires:

12/27, 2000

